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RECEIVED

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AWVSP Team Office

May 9, 2006

David Dye
Washington State Department of Transportation
Urban Corridors Office Administrator
999 Third Avenue, Suite 2424
Seattle, WA 98104

RE: SEATTLE, WA – BNSF SR 519 PHASE II LETTER OF CONCURRENCE

Mr. Dye,

This letter is written with reference to your memorandum regarding SR 519 Phase II dated April 25, 2006.

As you know, BNSF Railway continues to prefer the original SR 519 Phase II grade separation at Royal Brougham as the preferred route of SR 519. However, we also understand the difficulties and objections the City and WSDOT have with the previously agreed-to grade separation at Royal Brougham. In the interest of progress and cooperation, BNSF Railway is prepared to support the "GO" option outlined in your memorandum, with the conditions outlined below.

- To improve safety, the grade separation for both pedestrians and vehicles at the intersection of Royal Brougham and the BNSF's tracks must be achieved as part of the new SR 519 Phase II – Massachusetts Option.
- Design of the new SR-519 Phase II connection to Massachusetts Avenue, and the subsequent connection to Colorado Avenue, must not impact BNSF's proposed development of the North SIG (Seattle International Gateway) Yard. As discussed with WSDOT engineering staff, BNSF is pursuing a traffic configuration of three truck queuing lanes adjacent to two general purpose lanes on Massachusetts and Colorado. BNSF is prepared to provide a portion of its franchise property along Colorado to assist in this traffic configuration. Similarly, the proposed new design and any traffic modifications on First Avenue must not impact Port of Seattle freight mobility into and out of the SIG intermodal complex.
- All improvements must be designed, bid, and built as a part of one funding plan that ensures that each project element will be constructed along a timeline understood and accepted by all parties.

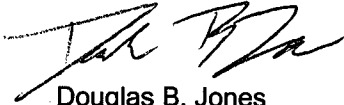
We recognize attaching conditions to our support is not what you prescribed in your letter. But, to ask any project partner to waive its legal and contractual rights and accept a new design without parameters and assurances as to its functionality and integration into the larger surface street system would be both impractical and unacceptable. The conditions outlined above are not new; they have been discussed with both City and WSDOT engineering staff, at SODO Rail Corridor meetings, and elsewhere. Obviously, if the Massachusetts option does not come to fruition, BNSF reserves its rights under the existing Memorandum of Agreement among the parties concerning Royal Brougham.

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Finally, BNSF and the City of Seattle are close to an agreement regarding other outstanding projects related to the SR 519 project. You should be aware that BNSF's support for the Massachusetts option is also a component to the proposed agreement with the City of Seattle.

With these limited conditions, BNSF will support the Massachusetts option. Our Company looks forward to continued cooperation with the City and WSDOT to assist in completing the SR 519 project through a design that works for all parties. Please contact me to discuss this matter in further detail. BNSF is eager to advance this project to improve freight mobility and highway safety.

Respectfully,

A handwritten signature in black ink, appearing to read 'Doug B. Jones', written over a horizontal line.

Douglas B. Jones
Northwest Division General Manager

cc. S. Goodall
R.J. Boileau
DJ Mitchell
C. Shewmake